

Company number: 2040312

THE COMPANIES ACT 2006



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

ORCHESTRA OF THE AGE OF ENLIGHTENMENT

(Adopted by special resolution passed on 8th May 2013 and containing amendments
passed by Special Resolution on 4th September 2019)

INTERPRETATION

1. In these Articles;
 - the “**Act**” means the Companies Act, 1985;
 - the “**Articles**” means these Articles of Association as originally adopted or as from time to time altered;
 - the “**Board**” means the Board of Directors of the Company as a body or a quorum of the Directors at a meeting of the Board;
 - “**Byelaws**” means Byelaws of the Company made by the Board pursuant to the powers in that behalf conferred upon it by the Articles;
 - the “**Chief Executive**” means the Chief Executive as provided by the Articles;
 - the “**Company**” means the Company;
 - the “**Directors**” means the members of the Board of Directors of the Company as provided in the Articles;
 - “**Members**” means the members of the Company from time to time;
 - the “**Office**” means the Registered Office for the time being of the Company;
 - the “**Players’ Artistic Committee**” means the Player Members serving on the Board of the Company and otherwise having the powers of the Players’ Artistic Committee under the Byelaws in place from time to time as provided in the Articles;
 - the “**Player Members**” means those members appointed by the Board pursuant to the provisions of Article 3; and
 - the “**Register**” means the Register of Members of the Company.

the “**Secretary**” means the Secretary of the Company as provided in the Articles;

the “**Statutes**” means the Act and every other Act for the time being in force concerning companies and affecting the Company;

Unless the context otherwise requires or the contrary intention appears:-

- (a) Expressions referring to writing shall be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- (b) Words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine gender.
- (c) Words or expressions contained in the Articles shall bear the same meaning as in the Act or any statutory modification thereof at the date at which the Articles become binding on the Company.

MEMBERS

- 2. For the purposes of registration the number of Members of the Company shall be unlimited.
- 3. The Player Members shall be appointed by the Board, who in the opinion of the Board are such Members who make a significant and continuing contribution as musicians to any orchestral or music ensemble for the time being maintained by the Company.
- 4. Other classes of membership may be established from time to time by the Board but persons admitted to those classes shall not be Members for the purposes of the Act. The Board shall also have power at its discretion to discontinue admissions to any class of membership not conferring membership for the purposes of the Act or to close down any such class or classes. Particulars of persons admitted to the classes which do not confer membership for the purposes of the Act will not be entered in the Register. The acceptance of membership shall be deemed to imply an agreement to be bound by the Articles and Byelaws.
- 5. The Members shall be those persons as shall be admitted by the Board to membership of the Company. No person shall be admitted as a Member of the Company unless he is approved by a majority of at least three-fourths of the Directors and has complied with such conditions as the Directors may from time to time prescribe for applicants for membership. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Board shall require and shall pay an annual subscription laid down from time to time by the Board.
- 6. The Members shall be entitled to attend and vote at all general meetings of the Company so long as all moneys payable by them have been paid.
- 7. Membership of the Company and all rights of a Member shall be personal to him and shall not be transferable and the name of a Member shall be removed

from the Register upon his death or upon that person ceasing to be a Member for any other reason.

8. Every Member shall be bound to further to the best of his ability the objects, interests and influences of the Company and shall observe all Byelaws.
9. A Member of the Company shall cease to be a Member:
 - (a) if he resigns by giving six months' notice in writing of his resignation to the Secretary;
 - (b) if he is compulsorily admitted to hospital under the Mental Health Act 1983 or if he is admitted to hospital in pursuance of an admission for treatment under that Act;
 - (c) if he is excluded from membership under Article 10;
 - (d) if he becomes bankrupt or makes any arrangement or composition with his creditors generally, or (being a company) goes into liquidation other than for the purposes of solvent reconstruction; or
 - (e) if he fails to pay the annual subscription fee after being advised that it is due.
 - (f) if he otherwise ceases to qualify for membership under the Articles.
10. Any Member may be excluded from membership of the Company by a decision of at least three-fourths of the Directors present and voting at a meeting of the Board. The decision shall be taken in respect of persons whose role, in the opinion of the requisite amount of Directors, is no longer in the best interests of the Company. Such Member shall have been provided with at least 7 clear days' notice of the relevant meeting of the Board and he shall be entitled to present a written submission of any reasons for him not to be so removed, which may be considered at the meeting. However, he shall not be entitled to be present at the meeting or vote upon the matter.

GENERAL MEETINGS

11. The Company shall hold in each year a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next provided that so long as the Company holds the first Annual General Meeting within eighteen months of incorporation it need not hold one in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
12. All general meetings other than Annual General Meetings shall be called General Meetings.
13. The Board may, whenever it thinks fit, convene a General Meeting, and General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as is provided by section 303 of the Act.

NOTICE OF GENERAL MEETINGS

14. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served, and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are under the Articles entitled to receive such notices from the Company.
 - (a) in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority number of the Members, having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.
15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Board, the Players' Artistic Committee and the Auditors and the fixing of the remuneration, if any, of the Auditors.
17. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the quorum at any general meeting shall be four Members or one-tenth of the membership for the time being whichever number is the greater present in person half of which must be Player Members.
18. If within half-an-hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman of the Board shall appoint, and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting, the meeting shall be dissolved.

19. The Chairman of the Board shall preside as Chairman at every general meeting of the Company or, if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-chairman, if any, of the Board shall, if present and willing to act preside, failing which the Members present shall elect one of their number to be Chairman of the meeting.
20. The Chairman may, with the consent of any meeting (and shall if so decided by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTES OF MEMBERS

21. Every Member shall have one vote.
22. On a poll votes may be cast personally or by proxy.
23. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two Members present in person or by proxy and entitled to vote or by a Member or Members present in person or by proxy and representing at least one-tenth of the total voting rights of all the Members entitled to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
24. Subject to the provisions of the Articles, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
25. No poll may be demanded on the election of a Chairman of a meeting, or any question of adjournment.
26. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
27. Subject to the provisions of the Statutes, a resolution in writing signed by all the Members entitled to receive notice of and attend and vote at General Meetings (which resolution may consist of several documents in the like form

each signed by one or more of the said Members) or a resolution to which every such Member has signified his approval in writing or by cable, telegram or telex shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
29. The instrument appointing a proxy and the power of attorney of other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
30. An instrument appointing a proxy shall be in the usual common form or in such other form as the Board may accept and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting to which it relates and need not be witnessed.
31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding that the principal may for any reason have ceased to be a Member or that the proxy or the authority under the proxy was executed may have been revoked unless intimation in writing of such cesser or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
33. Any corporation which is a Member of the Company may, by resolution of its directors or other governing body, appoint any person to act as its representative at any general meeting of the Company and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual Member, including power, when personally present, to vote on a show of hands, and to demand or concur in demanding a poll.

DIRECTORS AND THE BOARD

34. (1) The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than three nor more than sixteen in number including the Chief Executive. There shall at all times be five Player Members serving as Directors on the Board (with all such Members constituting the Players' Artistic Committee) but the number

of Directors of the Board who are not Player Members shall at all times exceed the number of Player Members acting as Directors.

- (2) The Board may from time to time and at any time (notwithstanding the provisions of Article 34(1)) co-opt any Member on to the Board. Any individual so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election subject to Article 35.
- (3) The Directors shall appoint one of themselves to be Chairman of the Board. The Chairman shall hold office until he shall cease to be a Director or for such shorter period as the Board shall decide and in any event for a maximum of three years, after which he shall stand down. On standing down as Chairman of the Board he may put himself forward immediately for re-election by the Board, save that no Chairman may be a member of the Board for more than fifteen years, in accordance with Article 35(2).
- (4) The Directors may appoint a Chief Executive, who shall be employed on such terms and conditions as the Board may think fit. For the avoidance of doubt, such Chief Executive if appointed to the Board shall cease to be a director on termination of his office.
- (5) The Directors may appoint the chairman of the Players Artistic Committee, or if there is none any other member of the Player Artistic Committee, to the office of Vice-Chairman upon such terms and for such period as the Board may think fit.
- (6) A Director who is also a Player Member shall cease to be a Director on ceasing to be a Player Member.
- (7) A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.
- (8) For the purposes of this Article a Director shall be deemed not to be interested in any contract or any matter arising thereout if his interest therein arises solely by virtue of his being a member officer or representative of a Local Authority or a Member or a member of a company in which he holds not more than a one-hundreth part of the capital.
- (9) The Directors may be repaid by the Company travelling, hotel and other expenses reasonably and properly incurred by them in attending to any matter connected with the Company.

ROTATION OF MEMBERS OF THE BOARD

35. Subject at all times to the provisions of Article 34(1):

- (1) The first members of the Board shall be the subscribers to the Memorandum.

- (2) At the first AGM following the adoption of this Article 35(2) and at every subsequent AGM, all the Directors other than the Chief Executive (if appointed by the Board) and any other ex officio member of the Board shall retire from office, save that no Director shall be required to retire before he has completed three years in office since the AGM at which he was last re-elected under Article 34(2) or this Article 35(2), as the case may be. Non-Player Directors may not be re-elected after serving an aggregate of nine years, unless they hold the office of Chairman in which case they may not be re-elected after serving an aggregate of fifteen years. Player Members may not be re-elected after serving an aggregate of six years, unless a period of three years or more has elapsed since they last held office.
- (3) For the purposes of Article 35(2), the periods of six, nine and fifteen years referred to therein shall be measured from the date of the person's initial appointment as Director and ending at the AGM next following the sixth, ninth or fifteenth anniversary (as the case may be) of their initial appointment or, if there has been a break in such service, ending on the AGM next following the date on which he has served six, nine or fifteen years in aggregate since his initial appointment.
- (4) Every Director who is to retire in accordance with Article 35(2) shall be subject to an informal appraisal to be conducted by other Directors and managed by the Chairman in accordance with such Byelaws as the Board in its discretion thinks fit. Such appraisal shall take place and the result be communicated to the Director in question and the other members of the Board at least 21 clear days before the AGM at which he will retire.
- (5) A retiring Director shall be eligible for re-election to the Board subject to Article 35(2).
- (6) The Members may at the meeting at which a Director retires in manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring Director if offering himself for re-election shall be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Member shall have been put to the meeting and lost.
- (7) No person not being a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to membership of the Board unless at least twenty-one clear days before the meeting his nomination shall have been received by the Secretary. Each nomination shall require the support of two Members and an indication that the nominee is willing to serve if elected
- (8) The election or re-election of Directors shall take place at the Annual General Meeting following their recommendation by the Board or the receipt of valid nominations in their favour by the Secretary in the following manner:-
 - (i) ballot papers bearing the names of each candidate shall be sent to all Members entitled to vote not less than twenty-one clear days before the meeting at which the elections are to take place;

- (ii) Members wishing to vote shall return their ballot papers duly marked with their vote to the Secretary on or before the date of the meeting at which the elections shall take place; and
- (iii) a simple majority of the Members voting shall be required for the election of any candidate as a Director.

DISQUALIFICATION OF DIRECTORS

36. The office of a Director shall ipso facto be vacated:
- (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors; or
 - (b) if he becomes of unsound mind; or
 - (c) save as provided by any contract between him and the Company to the contrary if, by notice in writing sent by registered letter to the Office he resigns his office; or
 - (d) if he becomes prohibited from being a Director by reason of any Court Order made under the Act; or
 - (e) if he is removed from office by resolution duly passed pursuant to Section 303 of the Act; or
 - (f) if he absents himself from attendance at meeting of the Board and committee meetings thereof continuously for a space of twelve months without special leave of absence from the Board and it passes a resolution that he has by reason of such absence vacated office; or
 - (g) if he is a Member and ceases to be a Member.
37. A Director removed from office by resolution passed pursuant to Section 168 of the Act may not thereafter be reinstated as a Director without the prior consent of the Company in general meeting.
38. No person shall be prohibited from being a Director or required to vacate his office as such Director by reason of his age.

BORROWING POWERS

39. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue bonds, debentures, debenture stock or other securities, whether outright or as security for any debt or obligation of the Company.

POWERS AND DUTIES OF THE BOARD

40. The affairs of the Company shall be managed by the Board who may exercise all such powers of the Company as are not by the Statutes or by the Articles

required to be exercised by the Company in general meetings subject nevertheless to the provisions of the Statutes and the Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been invalid if the regulation had not been made.

41. The Board may delegate any of its other powers not delegated to the Players' *Artistic Committee under these Articles to any committee or committees* subject to such terms and conditions as the Board may think fit. Provided as follows:
 - (a) a committee may consist of two or more persons, of whom at least one must be a Director; and
 - (b) the acts and proceedings of any committee must be brought to the attention of the Board as soon as reasonably practicable; and
 - (c) the Board shall from time to time review the arrangements it has made for the delegation of its powers.
42. The Board may from time to time and at any time by power of attorney appoint any corporation firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under the Articles and not including any of its powers to make Byelaws) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit.
43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, endorsed or otherwise executed as the case may be, in such manner as the Board shall from time to time by resolution determine.
44. The Board shall cause minutes to be made in books provided for the purpose:-
 - (a) of the names of the Directors present at each meeting of the Board and of any committee established by the Board;
 - (b) of all appointments of officers made by the Board;
 - (c) of all Byelaws made by the Board;
 - (d) of all standing orders, resolutions and proceedings at all meetings of the Company of the Board, and of committees.

PROCEEDINGS OF THE BOARD

45. The Board may meet together for the despatch of business, may adjourn, and may regulate its meeting as it shall from time to time think fit. The Secretary, on the requisition of the Chairman or of any two or more of the Directors, shall summon a meeting of the Board by sending a notice thereof to such persons and in such manner as the Board may prescribe. It shall not be

necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.

46. (a) Subject as provided in (b) below the quorum necessary for the transaction of the business of the Board shall be two Directors one of whom must be a Player Member. No business shall be transacted at any meeting of the Board unless a quorum is present at the time when the meeting proceeds to business except that, if the number of Directors for the time being is below the number fixed by or pursuant to the Articles as the quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number but for no other purpose.
- (b) Notwithstanding the provisions of (a) above where a meeting of the Board is convened to consider any payment made or to be made by the Company to a Director or a member the quorum shall be two Directors neither of whom shall have received or shall be receiving remuneration for services which have or are being rendered to the Company.
47. The Chairman of the Board shall preside as chairman at every meeting of the Board or if he shall not be present or is unwilling to act a Vice-Chairman shall if present and willing to act preside, failing which the Directors present shall elect one of their number to be chairman of the meeting.
48. All acts done by any meeting of the Board or of a Committee or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
49. Questions arising at a meeting shall be determined by a majority of votes of the Directors present and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
50. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board (which resolution may consist of several documents in the like form each signed by one or more of the Directors) or a resolution to which every such Director has signified his approval in writing or by cable, telegram or telex shall be as valid an effectual as if it had been passed by a meeting of the Board duly called and constituted.

THE SECRETARY

51. Subject to section 16 of the Act, the Board shall from time to time by resolution appoint a person to be the Secretary as the Board shall think fit.
52. A provision of the Statutes or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

PLAYERS' ARTISTIC COMMITTEE

53. The Player Members shall elect a Players' Artistic Committee which shall represent the interests of the Player Members on the Board. The Board may delegate to it such responsibilities for the management of the Company as set out pursuant to Article 57 PROVIDED ALWAYS that in exercise of its delegated powers the Players' Artistic Committee shall report every such exercise as soon as reasonably possible to the Board and shall not incur expenditure on behalf of the Company except in accordance with a Budget approved by the Board. Notwithstanding the foregoing provisions of this Article 53, the initial establishment and election of a Players' Artistic Committee shall be by a majority decision of the Board.
54. The Players' Artistic Committee shall be made up of five Player Members, who are willing to serve on the Players' Artistic Committee and are elected in accordance with such Byelaws in force from time to time. Any Member so appointed to the Players' Artistic Committee shall retain his office for a period of 3 years and shall be eligible for re-election in accordance with Article 35.
55. Any member of the Players' Artistic Committee may be excluded from membership of the Players' Artistic Committee:
 - (a) by resolution of a majority of at least three-fourths of the existing Player Members present and voting at a general meeting; or
 - (b) where that member ceases to be a Member of the Company.
56. Notwithstanding any other provision of these Articles, where a Member ceases to be a member of the Players' Artistic Committee he shall be removed from the Board with immediate effect and may be immediately replaced as a Board member by his replacement on the Players' Artistic Committee.

BYE LAWS

57.
 - (1) The Board shall have power to make Byelaws concerning such matters regarding the government and management of the Company as it shall from time to time think fit (including provisions relating to classes of members, membership fees and rules of procedures for committees).
 - (2) Provided that no Byelaw shall have effect if and to the extent that it shall be inconsistent with the Memorandum of Association of the Company or the Articles. Subject as aforesaid all Byelaws made by the Board shall have the like effect as if the same were contained in the Articles save that they may at any time or times be revoked or varied by the Board in like manner as they may be made.

ACCOUNTS

58. The Board shall cause accounting records to be kept in accordance with the provisions of the Statutes.
59. The accounting records shall be kept at the Office or, subject to the provisions of the Statutes with regard to the keeping of books of account outside Great Britain, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
60. The Board shall from time to time, in accordance with the provisions of the Statutes, cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are required by the Statutes. The Auditors' report shall be open to inspection and be read before the meeting.
61. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditors' report and Directors' report, shall not be less than twenty-one clear days before the date of the meeting be sent to every Member of the Company, to the Auditor for the time being and to any holder of debentures of the Company. This Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

62. Auditors shall be appointed and their powers, rights, duties and remuneration regulated in accordance with the Statutes.

NOTICES

63. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting by first class mail a letter containing the notice, and to have been effected in the case of posting at the expiration of twenty-four hours after the letter containing the same is

posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

64. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;
- (b) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meeting.

DISSOLUTION

65. Clause 7 of the Memorandum of Association of the Company relating to the winding-up or dissolution of the company shall have effect as if the provisions thereof were repeated in the Articles.
66. Subject to the provisions of the Statutes, but without prejudice to any indemnity to which a Director may otherwise be entitled, the Directors, and every other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.